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April 3, 2000

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**Mr. K. David Waddell**  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

**VIA HAND DELIVERY**

Re: **APPLICATION OF MEMPHIS NETWORKX, LLC FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE INTRASTATE TELECOMMUNICATION SERVICES AND JOINT PETITION OF MEMPHIS LIGHT GAS & WATER DIVISION, A DIVISION OF THE CITY OF MEMPHIS, TENNESSEE ("MLGW") AND A&L NETWORKS-TENNESSEE, LLC ("A&L") FOR APPROVAL OF AGREEMENT BETWEEN MLGW AND A&L REGARDING JOINT OWNERSHIP OF MEMPHIS NETWORKX, LLC.**  
**DOCKET NO. 99-00909**

Dear Mr. Waddell:

Enclosed for filing, please find an original plus thirteen (13) copies of Time Warner Telecom of the Mid-South, L.P.'s, and Time Warner Communications of the Mid-South's Motion in Limine. Copies are being served on the parties of record.

If you have any questions or concerns with regard to this filing, please do not hesitate to contact me.

Very truly yours,  
**FARRIS, MATHEWS, BRANAN  
BOBANGO & HELLEN, P.L.C.**

*Charles B. Welch, Jr.*  
Charles B. Welch, Jr.

CBW:ccw

Enclosure

CC: Carolyn Marek  
Dean Deyo

POSTED  
4-4-00

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

**IN RE:**

**APPLICATION OF MEMPHIS NETWORK, LLC  
FOR A CERTIFICATE OF PUBLIC CONVENIENCE  
AND NECESSITY TO PROVIDE INTRASTATE  
TELECOMMUNICATION SERVICES AND JOINT  
PETITION OF MEMPHIS LIGHT GAS & WATER  
DIVISION, A DIVISION OF THE CITY OF  
MEMPHIS, TENNESSEE ("MLGW") AND A&L  
NETWORKS-TENNESSEE, LLC ("A&L") FOR  
APPROVAL OF AGREEMENT BETWEEN MLGW  
AND A&L REGARDING JOINT OWNERSHIP OF  
MEMPHIS NETWORK, LLC.**

**DOCKET NO. 99-00909**

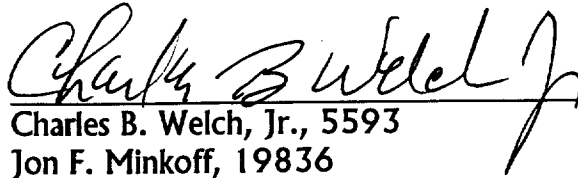
**TIME WARNER TELECOM OF THE MID-SOUTH, L.P.'S, TIME WARNER  
COMMUNICATIONS OF THE MID-SOUTH'S, AND THE TENNESSEE  
CABLE TELECOMMUNICATIONS ASSOCIATION'S MOTION IN  
LIMINE**

Come now, the Intervenors, Time Warner Telecom of the Mid-South, L.P. ("Time Warner Telecom"), and Time Warner Communications of the Mid-South ("Time Warner Communications"), and respectfully submit their Motion in Limine as to any evidence relating to the proposed AOL/Time Warner merger, or the cross-subsidization of products or services by any Time Warner affiliated, as this type of evidence is irrelevant to any issue in this proceeding. This motion incorporates by reference the pertinent references and arguments of Time Warner Telecom's, Time Warner Communications', and the Tennessee Cable Telecommunications Association's Objections to pre-filed rebuttal testimony and Motion to Strike.

**POSTED**  
9-9-00

Respectfully submitted,

**FARRIS, MATHEWS, BRANAN,  
BOBANGO & HELLEN, P.L.C.**

A handwritten signature in cursive script, reading "Charles B. Welch, Jr.", written in black ink.

Charles B. Welch, Jr., 5593

Jon F. Minkoff, 19836

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the Mid-South, and the Tennessee  
Cable Telecommunications Association  
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## **CERTIFICATE OF SERVICE**

I Charles B. Welch, Jr., hereby certify that I have served a copy of the foregoing **MOTION IN LIMINE** on the parties listed below, by depositing copy of same in the U.S. Mail, postage prepaid or by hand delivery, as designated below, this the 3rd day of April, 2000.

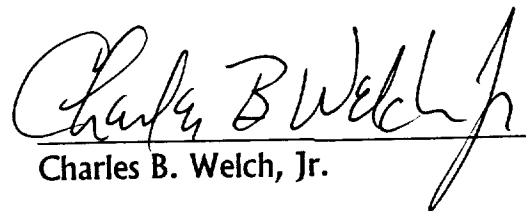
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Charles B. Welch, Jr.